

ATT. C-1
EXHIBIT A
LICENSE AGREEMENT (AM/TEL)

This agreement made and executed this 6th day of May, 1994, by and between American Telephone Directories, Inc. and Steve M. Brandeberry (Licensee) and Herbert E. Burkhalter (Burkhalter);

WITNESSETH:

WHEREAS, Burkhalter has developed a distinctive name, insignia and logo, entitled AM/TEL which has been used in the Champaign County, Ohio, telephone directory for years, and

WHEREAS, licensee has agreed to pay a stipulated fee for the license to use said name, insignia/logo.

NOW, therefore the parties agree as follows:

1. Burkhalter hereby grants to licensee the use of the name, insignia and logo: _____

AM/TEL

AM/TEL
DIRECTORIES

for the exclusive use of licensee throughout Champaign County, Ohio, until Burkhalter has received payment in full of all monies due him on a certain asset purchase agreement, consulting agreement and covenant not to compete agreement; after which time all payments have been paid in full licensee shall be the owner of said name, insignia and logo, in so far as Burkhalter can license or sell same.

2. Licensee acknowledges that said name, insignia and logo are not registered trade names nor trade marks.

3. This agreement is non-assignable without the written consent of Burkhalter first being obtained.

4. Licensee agrees to pay the sum of Fifty Thousand Dollars (\$50,000) to Burkhalter for the above license in monthly payments as follows:

\$ 275.00	beginning June 1,	1994,	for 24 months
1,500.00	beginning June 1,	1996,	for 24 months
1,480.00	beginning June 1,	1998,	for 5 months or until fully paid

5. In the event of a default in any monthly payment for thirty days, this license shall automatically expire, and licensee shall no longer have the lawful use thereof, unless

the default is cured within 15 days after the thirty day grace period.

6. In the event of the death of Burkhalter the payments are to be made to Elois Burkhalter, if she survives him, otherwise to his estate.

WITNESSED BY:

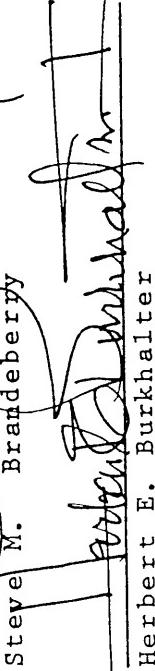


AMERICAN TELEPHONE DIRECTORIES, INC.

By: John J. Strock



President



Steve M. Bradeberry



Herbert E. Burkhalter